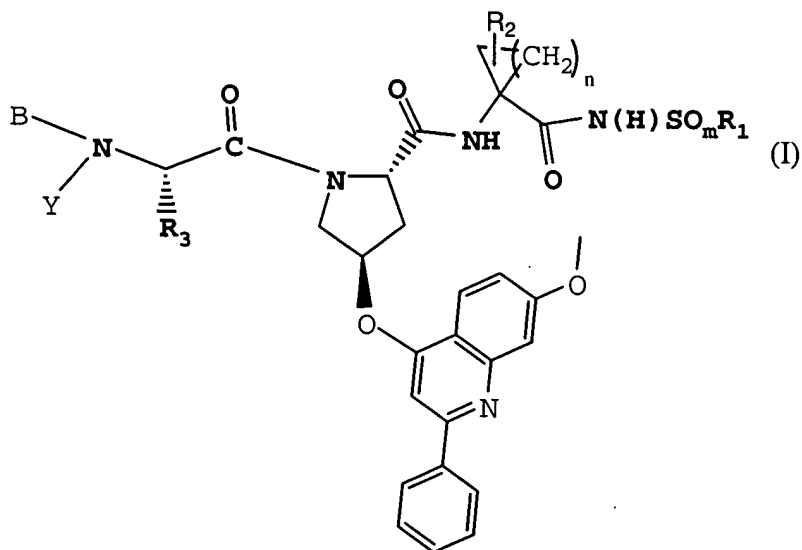


Amendments to the Claims:

Claim 1 (Original) A compound having the formula



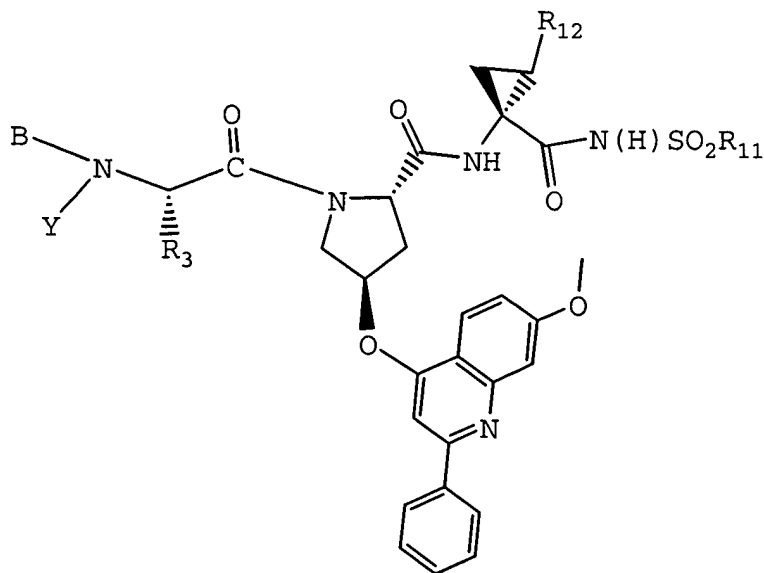
wherein:

- (a) R₁ is C₁₋₈ alkyl, C₃₋₇ cycloalkyl, or C₄₋₁₀ (alkylcycloalkyl), which are all optionally substituted from one to three times with halo, cyano, nitro, C₁₋₆ alkoxy, amido, amino or phenyl, or R₁ is C₆ or C₁₀ aryl which is optionally substituted from one to three times with halo, cyano, nitro, C₁₋₆ alkyl, C₁₋₆ alkoxy, amido, amino or phenyl;
- (b) m is 1 or 2;
- (c) n is 1 or 2;
- (d) R₂ is C₁₋₆ alkyl, C₂₋₆ alkenyl or C₃₋₇ cycloalkyl, each optionally substituted from one to three times with halogen, or R₂ is H;
- (e) R₃ is C₁₋₈ alkyl optionally substituted with phenyl, C₃₋₁₂ alkenyl, C₃₋₇ cycloalkyl, or C₄₋₁₀ (alkylcycloalkyl), wherein the cycloalkyl or alkylcycloalkyl are optionally substituted with hydroxy, C₁₋₆ alkyl, C₂₋₆ alkenyl; or C₁₋₆ alkoxy or R₃ together with the carbon atom to which it is attached forms a C₃₋₇ cycloalkyl group optionally substituted with C₂₋₆ alkenyl;
- (f) Y is H, phenyl substituted with nitro, pyridyl substituted with nitro, or C₁₋₆ alkyl wherein said alkyl is optionally substituted with cyano, OH or C₃₋₇ cycloalkyl;
- (g) B is H, C₁₋₆ alkyl, R₄-(C=O)-, R₄O(C=O)-, R₄-N(R₅)-C(=O)-, R₄-N(R₅)-C(=S)-, R₄SO₂-, or R₄-N(R₅)-SO₂-;

- (h) R₄ is (i) C₁₋₁₀ alkyl optionally substituted with phenyl, carboxyl, C₁₋₆ alkanoyl, 1-3 halogen, hydroxy, -OC(O)C₁₋₆ alkyl, C₁₋₆ alkoxy, amino optionally mono-or-di substituted with C₁₋₆ alkyl, amido, or (lower alkyl) amido; or -O-phenyl optionally substituted with halogen or C₁₋₆ alkoxy; (ii) C₃₋₇ cycloalkyl, C₃₋₇ cycloalkoxy, or C₄₋₁₀ alkylcyclo-alkyl, all optionally substituted with hydroxy, carboxyl, (C₁₋₆ alkoxy)carbonyl, amino optionally mono- or disubstituted with C₁₋₆ alkyl, amido, or (lower alkyl) amido; (iii) amino optionally mono-or-di-substituted with C₁₋₆ alkyl; amido; or (lower alkyl)amido; (iv) C₆ or C₁₀ aryl or C₇₋₁₆ aralkyl, all optionally substituted with C₁₋₆ alkyl, halogen, nitro, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C₁₋₆ alkyl; or (v) Het or (lower alkyl)-Het, both optionally substituted with C₁₋₆ alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C₁₋₆ alkyl; (vi) bicyclo(1.1.1)pentane; (vii) -C(O)OC₁₋₆ alkyl, C₂₋₆alkenyl, C₂₋₆alkynyl; and
- (i) R₅ is H or C₁₋₆ alkyl, said C₁₋₆alkyl optionally substituted with 1-3 halogens; or a pharmaceutically acceptable salt, solvate or prodrug thereof.

- Claim 2 (original) A compound of Claim 1 wherein m is 2.
- Claim 3 (original) A compound of Claim 1 wherein n is 1.
- Claim 4 (original) A compound of Claim 1 wherein R₁ is cyclopropyl.
- Claim 5 (original) A compound of Claim 1 wherein R₁ is cyclobutyl.
- Claim 6 (original) A compound of Claim 1 wherein R₁ is optionally substituted phenyl.
- Claim 7 (original) A compound of Claim 1 wherein R₂ is ethyl or vinyl.
- Claim 8 (original) A compound of Claim 1 wherein R₃ is C₁₋₆ alkyl.
- Claim 9 (original) A compound of Claim 1 wherein m is 2, n is 1 and R₂ is ethyl.
- Claim 10 (original) A compound of Claim 9 wherein R₁ is cyclopropyl.

- Claim 11 (original) A compound of Claim 9 wherein R_1 is cyclobutyl.
- Claim 12 (original) A compound of Claim 9 wherein R_1 is optionally substituted phenyl.
- Claim 13 (original) A compound of Claim 1 wherein m is 2, n is 1 and R_2 is vinyl.
- Claim 14 (original) A compound of Claim 13 wherein R_1 is cyclopropyl.
- Claim 15 (original) A compound of Claim 13 wherein R_1 is cyclobutyl.
- Claim 16 (original) A compound of Claim 13 wherein R_1 is optionally substituted phenyl.
- Claim 17 (original) A compound having the formula



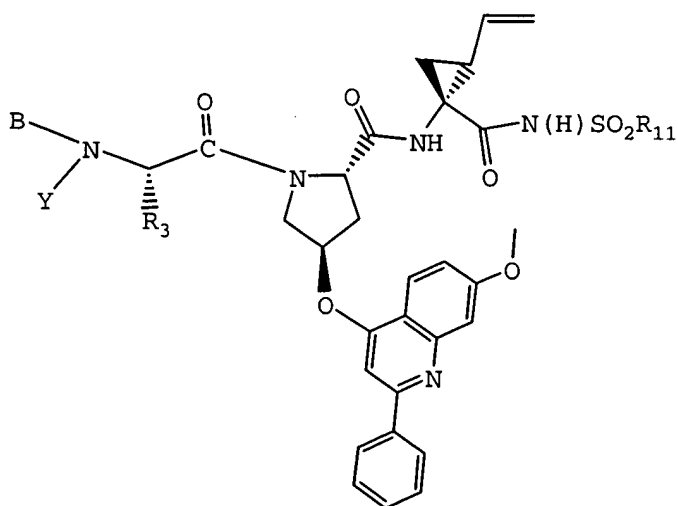
wherein:

- (a) R_{11} is C_{1-8} alkyl, C_{3-7} cycloalkyl, or C_{4-10} (alkylcyclo-alkyl), naphthyl, or phenyl wherein said phenyl is optionally substituted from one to three times with halo, cyano, nitro, C_{1-6} alkyl, C_{1-6} alkoxy, amido, or phenyl;
- (b) R_{12} is C_{1-6} alkyl, C_{2-6} alkenyl or H;

- (c) R_3 is C_{1-8} alkyl, C_{3-12} alkenyl, C_{3-7} cycloalkyl, or C_{4-10} (alkylcycloalkyl), wherein the cycloalkyl or alkylcycloalkyl are optionally substituted with hydroxy, C_{1-6} alkyl, C_{1-6} alkenyl, or C_{1-6} alkoxy;
- (d) Y is H or C_{1-6} alkyl wherein said alkyl is optionally substituted with cyano or C_{3-7} cycloalkyl;
- (e) B is H, $R_4-(C=O)-$, $R_4O(C=O)-$, $R_4-N(R_5)-C(=O)-$, $R_4-N(R_5)-C(=S)-$, R_4SO_2- , or $R_4-N(R_5)-SO_2-$;
- (f) R_4 is (i) C_{1-10} alkyl optionally substituted with carboxyl, C_{1-6} alkanoyl, hydroxy, C_{1-6} alkoxy, amino optionally mono-or-di substituted with C_{1-6} alkyl, amido, or (lower alkyl) amido; (ii) C_{3-7} cycloalkyl, C_{3-7} cycloalkoxy, or C_{4-10} alkylcyclo-alkyl, all optionally substituted with hydroxy, carboxyl, (C_{1-6} alkoxy)carbonyl, amino optionally mono- or disubstituted with C_{1-6} alkyl, amido, or (lower alkyl) amido; (iii) amino optionally mono-or-di-substituted with C_{1-6} alkyl; amido; or (lower alkyl)amido; (iv) C_6 or C_{10} aryl or C_{7-16} aralkyl, all optionally substituted with C_{1-6} alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C_{1-6} alkyl; or (v) Het or (lower alkyl)-Het, both optionally substituted with C_{1-6} alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C_{1-6} alkyl; and
- (g) R_5 is H or C_{1-6} alkyl, or a pharmaceutically acceptable salt, solvate or prodrug thereof.

Claim 18 (original) A compound of Claim 17 wherein R_{11} is selected from cyclopropyl, cyclobutyl or optionally substituted phenyl.

Claim 19 (original) A compound having the formula

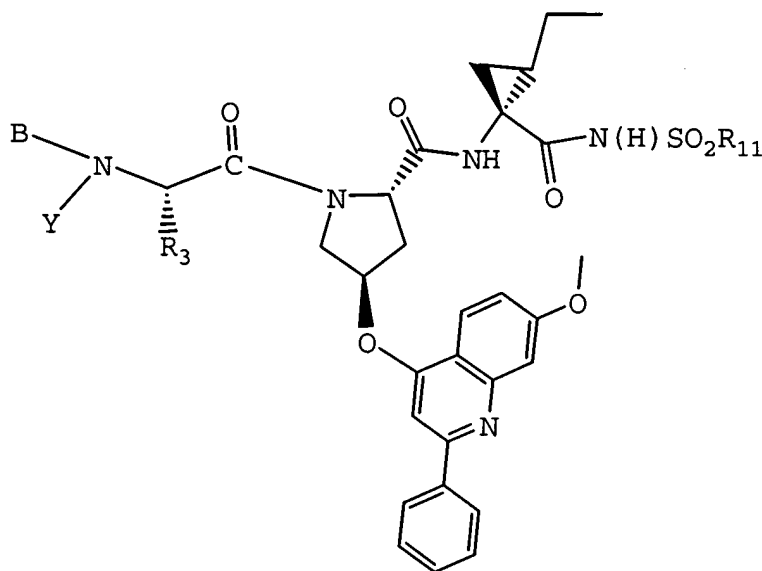


wherein:

- (a) R_{11} is C_{1-8} alkyl, C_{3-7} cycloalkyl, or C_{4-10} (alkylcyclo-alkyl), naphthyl, or phenyl wherein said phenyl is optionally substituted from one to three times with halo, cyano, nitro, C_{1-6} alkyl, C_{1-6} alkoxy, amido, or phenyl;
- (b) R_3 is C_{1-8} alkyl, C_{3-12} alkenyl, C_{3-7} cycloalkyl, or C_{4-10} (alkylcycloalkyl), wherein the cycloalkyl or alkylcycloalkyl are optionally substituted with hydroxy, C_{1-6} alkyl, C_{1-6} alkenyl, or C_{1-6} alkoxy;
- (c) Y is H or C_{1-6} alkyl wherein said alkyl is optionally substituted with cyano or C_{3-7} cycloalkyl;
- (d) B is H, $R_4-(C=O)-$, $R_4O(C=O)-$, $R_4-N(R_5)-C(=O)-$, $R_4-N(R_5)-C(=S)-$, R_4SO_2- , or $R_4-N(R_5)-SO_2-$;
- (e) R_4 is (i) C_{1-10} alkyl optionally substituted with carboxyl, C_{1-6} alkanoyl, hydroxy, C_{1-6} alkoxy, amino optionally mono-or-di substituted with C_{1-6} alkyl, amido, or (lower alkyl) amido; (ii) C_{3-7} cycloalkyl, C_{3-7} cycloalkoxy, or C_{4-10} alkylcyclo-alkyl, all optionally substituted with hydroxy, carboxyl, (C_{1-6} alkoxy)carbonyl, amino optionally mono- or disubstituted with C_{1-6} alkyl, amido, or (lower alkyl) amido; (iii) amino optionally mono-or-di-substituted with C_{1-6} alkyl; amido; or (lower alkyl)amido; (iv) C_6 or C_{10} aryl or C_{7-16} aralkyl, all optionally substituted with C_{1-6} alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C_{1-6} alkyl; or (v) Het or (lower alkyl)-Het, both optionally substituted with C_{1-6} alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C_{1-6} alkyl; and
- (f) R_5 is H or C_{1-6} alkyl; or a pharmaceutically acceptable salt, solvate or prodrug thereof.

Claim 20 (original) A compound of Claim 19 wherein R_{11} is selected from cyclopropyl, cyclobutyl or optionally substituted phenyl.

Claim 21 (original) A compound having the formula

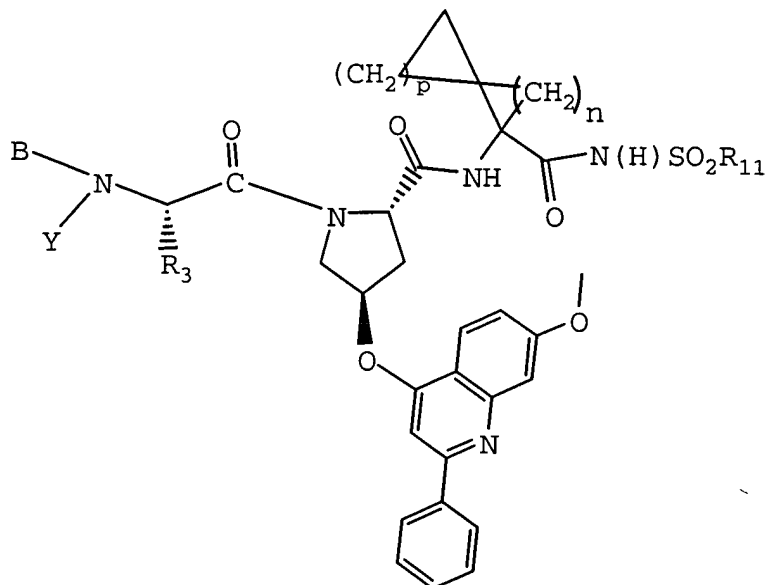


wherein:

- (a) R_{11} is C_{1-8} alkyl, C_{3-7} cycloalkyl, or C_{4-10} (alkylcyclo-alkyl), naphthyl, or phenyl wherein said phenyl is optionally substituted from one to three times with halo, cyano, nitro, C_{1-6} alkyl, C_{1-6} alkoxy, amido, or phenyl;
- (b) R_3 is C_{1-8} alkyl, C_{3-12} alkenyl, C_{3-7} cycloalkyl, or C_{4-10} (alkylcycloalkyl), wherein the cycloalkyl or alkylcycloalkyl are optionally substituted with hydroxy, C_{1-6} alkyl, C_{1-6} alkenyl, or C_{1-6} alkoxy;
- (c) Y is H or C_{1-6} alkyl wherein said alkyl is optionally substituted with cyano or C_{3-7} cycloalkyl;
- (d) B is H, $R_4-(C=O)-$, $R_4O(C=O)-$, $R_4-N(R_5)-C(=O)-$, $R_4-N(R_5)-C(=S)-$, R_4SO_2- , or $R_4-N(R_5)-SO_2-$;
- (e) R_4 is (i) C_{1-10} alkyl optionally substituted with carboxyl, C_{1-6} alkanoyl, hydroxy, C_{1-6} alkoxy, amino optionally mono-or-di substituted with C_{1-6} alkyl, amido, or (lower alkyl) amido; (ii) C_{3-7} cycloalkyl, C_{3-7} cycloalkoxy, or C_{4-10} alkylcyclo-alkyl, all optionally substituted with hydroxy, carboxyl, (C_{1-6} alkoxy)carbonyl, amino optionally mono- or disubstituted with C_{1-6} alkyl, amido, or (lower alkyl) amido; (iii) amino optionally mono-or-di-substituted with C_{1-6} alkyl; amido; or (lower alkyl)amido; (iv) C_6 or C_{10} aryl or C_{7-16} aralkyl, all optionally substituted with C_{1-6} alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C_{1-6} alkyl; or (v) Het or (lower alkyl)-Het, both optionally substituted with C_{1-6} alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C_{1-6} alkyl; and
- (f) R_5 is H or C_{1-6} alkyl; or a pharmaceutically acceptable salt, solvate or prodrug thereof.

Claim 22 (original) A compound of Claim 21 wherein R_{11} is selected from cyclopropyl, cyclobutyl or optionally substituted phenyl.

Claim 23 (original) A compound having the formula



wherein:

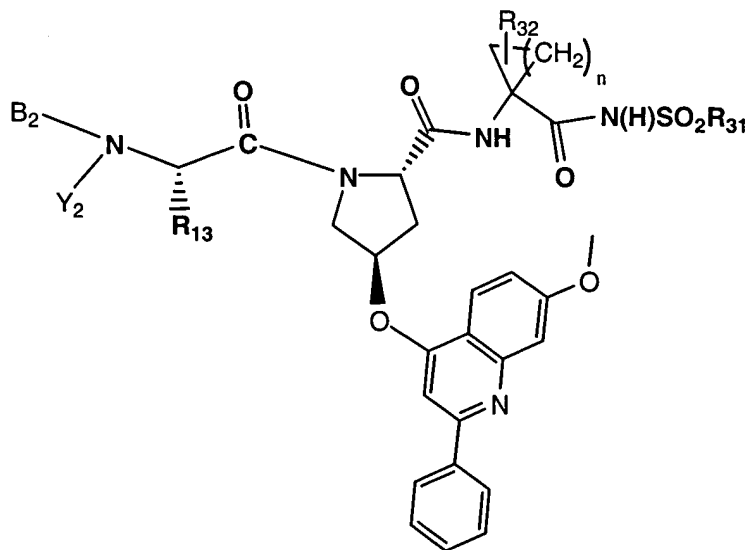
- (a) R_{11} is C_{1-8} alkyl, C_{3-7} cycloalkyl, or C_{4-10} (alkylcycloalkyl), naphthyl, or phenyl wherein said phenyl is optionally substituted from one to three times with halo, cyano, nitro, C_{1-6} alkyl, C_{1-6} alkoxy, amido, or phenyl;
- (b) R_3 is C_{1-8} alkyl, C_{3-12} alkenyl, C_{3-7} cycloalkyl, or C_{4-10} (alkylcycloalkyl), wherein the cycloalkyl or alkylcycloalkyl are optionally substituted with hydroxy, C_{1-6} alkyl, C_{1-6} alkenyl, or C_{1-6} alkoxy;
- (c) Y is H or C_{1-6} alkyl wherein said alkyl is optionally substituted with cyano or C_{3-7} cycloalkyl;
- (d) B is H, $R_4-(C=O)-$, $R_4O(C=O)-$, $R_4-N(R_5)-C(=O)-$, $R_4-N(R_5)-C(=S)-$, R_4SO_2- , or $R_4-N(R_5)-SO_2-$;
- (e) R_4 is (i) C_{1-10} alkyl optionally substituted with carboxyl, C_{1-6} alkanoyl, hydroxy, C_{1-6} alkoxy, amino optionally mono-or-di substituted with C_{1-6} alkyl, amido, or (lower alkyl) amido; (ii) C_{3-7} cycloalkyl, C_{3-7} cycloalkoxy, or C_{4-10} alkylcyclo-alkyl, all optionally substituted with hydroxy, carboxyl, (C_{1-6} alkoxy)carbonyl, amino optionally mono- or disubstituted with C_{1-6} alkyl, amido, or (lower alkyl) amido; (iii) amino optionally mono-or-di-substituted with

C₁₋₆ alkyl; amido; or (lower alkyl)amido; (iv) C₆ or C₁₀ aryl or C₇₋₁₆ aralkyl, all optionally substituted with C₁₋₆ alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C₁₋₆ alkyl; or (v) Het or (lower alkyl)-Het, both optionally substituted with C₁₋₆ alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C₁₋₆ alkyl;

- (f) R₅ is H or C₁₋₆ alkyl;
- (g) n is 1 or 2; and
- (h) p is 1, 2, 3, 4 or 5, or a pharmaceutically acceptable salt, solvate or prodrug thereof.

Claim 24 (original) A compound of Claim 23 wherein R₁₁ is selected from cyclopropyl, cyclobutyl or optionally substituted phenyl.

Claim 25 (original) A compound of having the formula



wherein:

- (a) R₃₁ is C₁₋₈ alkyl, C₃₋₇ cycloalkyl, or C₄₋₁₀ (alkylcycloalkyl), all optionally substituted with hydroxy, halo, C₁₋₆ alkoxy, C₁₋₆ thioalkyl, amido, amino, (C₁₋₆ alkyl)amido, C₆ or C₁₀ aryl, C₇₋₁₆ aralkyl, Het, or (C₁₋₆ alkyl)-Het, said aryl, arylalkyl or Het being optionally substituted with halo, alkyl or lower alkyl Het;
- (b) n is 1 or 2;

- (c) R₃₂ is H, C₁₋₆ alkyl, C₁₋₃ alkoxy, C₃₋₇ cycloalkyl, C₂₋₆ alkenyl, or C₂₋₆ alkynyl, all optionally substituted with halogen;
- (d) R₁₃ is C₁₋₈ alkyl, C₃₋₁₂ alkenyl, C₃₋₇ cycloalkyl, C₄₋₁₃ cycloalkenyl, or C₄₋₁₀ (alkylcycloalkyl), all optionally substituted with hydroxy, C₁₋₆ alkoxy, C₁₋₆ thioalkyl, amino, amido, (loweralkyl) amido, C₆ or C₁₀ aryl, or C₇₋₁₆ aralkyl;
- (e) Y₂ is H or C₁₋₆ alkyl;
- (f) B₂ is H, R₁₄-(C=O)-; R₁₄O(C=O)-, R₁₄-N(R₁₅)-C(=O)-; R₁₄-N(R₁₅)-C(=S)-; R₁₄SO₂-, or R₁₄-N(R₁₅)-SO₂-;
- (g) R₁₄ is (i) C₁₋₁₀ alkyl optionally substituted with carboxyl, C₁₋₆ alkanoyl, hydroxy, C₁₋₆ alkoxy, amino optionally mono-or-di substituted with C₁₋₆ alkyl, amido, or (lower alkyl) amido; (ii) C₃₋₇ cycloalkyl, C₃₋₇ cycloalkoxy, or C₄₋₁₀ alkylcycloalkyl, all optionally substituted with hydroxy, carboxyl, (C₁₋₆ alkoxy)carbonyl, amino optionally mono- or disubstituted with C₁₋₆ alkyl, amido, or (lower alkyl) amido; (iii) amino optionally mono-or-di-substituted with C₁₋₆ alkyl; amido; or (lower alkyl)amido; (iv) C₆ or C₁₀ aryl or C₇₋₁₆ aralkyl, all optionally substituted with C₁₋₆ alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C₁₋₆ alkyl; or (v) Het or (lower alkyl)-Het, both optionally substituted with C₁₋₆ alkyl, hydroxy, amido, (lower alkyl) amido, or amino optionally mono-or-di-substituted with C₁₋₆ alkyl; and
- (h) R₁₅ is H or C₁₋₆ alkyl.

Claim 26 (original) A salt, solvate or prodrugs of a compound of Claim 25.

Claim 27 (original) A compound of Claim 25 wherein R₃₁ is C₃₋₆ cycloalkyl, C₄₋₁₀ alkylcycloalkyl, C₁₋₈ alkyl CF₃ or CCl₃.

Claim 28 (original) A compound of Claim 25 wherein B₂ is an acyl derivative of formula R₁₄-O-(C=O)- or a carboxyl of formula R₁₄-O-(C=O)-.

Claim 29 (original) A compound of claim 25 wherein R₂ is H, C₁₋₃ alkyl, C₃₋₅ cycloalkyl, or C₂₋₄ alkenyl, all optionally substituted with halo.

Claim 30 (original) A compound of claim 25 wherein R_{31} is C_{1-8} alkyl, C_{3-7} cycloalkyl, or C_{4-10} alkylcycloalkyl, all optionally substituted with hydroxy, C_{1-6} alkoxy, C_{1-6} thioalkyl, acetamido or C_6 or C_{10} aryl.

Claim 31 (currently amended) A compound of claim 25 wherein

B B_2 is $(CH_3)_3O-CO-$;

Y_2 is H; n is 1;

R_{31} is methyl, cyclopropyl or $-CF_3$;

R_{32} is ethyl or vinyl; and

R_{13} is t-butyl, i-propyl, s-butyl, i-butyl or cyclohexylmethyl.

Claim 32 (original) A pharmaceutical composition, comprising

- (a) a compound of Claim 1-31, or a pharmaceutically acceptable salt, solvate or prodrug thereof; and
- (b) a pharmaceutically acceptable carrier.

Claim 33 (cancelled).

Claim 34 (cancelled).